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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
LASERWORLD USA, INC.

Certificate of Status	0
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Merge

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Laserworld USA, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Carolina O'Connell
Contact Person

Lawson & Weitzen, LLP
Firm/Company

88 Black Falcon Avenue, Suite 345
Address

Boston, MA 02210
City/State and Zip Code

coconnell@lawson-weitzen.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carolina O'Connell
Name of Contact Person

At (617) 439-4990
Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Laserworld USA, Inc.</u>	<u>New York</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Laserworld USA, Inc.</u>	<u>New York</u>	<u>12806000</u>
<u>Laserworld USA Inc.</u>	<u>Florida</u>	<u>P12000026082</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 9, 2012

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 9, 2012

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)



PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Laserworld USA, Inc.</u>	<u>New York</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Laserworld USA, Inc.</u>	<u>New York</u>
<u>Laserworld USA, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
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Third: The terms and conditions of the merger are as follows:
See attached plan of merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
See attached plan of merger

(Attach additional sheets if necessary)

D

EXECUTION COPY

PLAN OF MERGER

This Plan of Merger (hereinafter "Plan") is made as of the 9th day of August, 2012 by and between Laserworld USA, Inc., a New York corporation, ("LNY") and Laserworld USA, Inc., a Florida corporation ("LFL").

WITNESSETH

WHEREAS, LNY is duly organized and existing under the laws of the State of New York, having been incorporated on August 6, 2012; and

WHEREAS, LFL was duly organized and existing under the laws of the State of Florida as a corporation on March 16, 2012; and

WHEREAS, the Board of Directors and the Sole Shareholder of LNY and LFL deem it advisable and for the best interests of said companies that LFL be merged with and into LNY with LNY as the surviving corporation as authorized by New York and Florida law pursuant to the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the promises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger and the mode of carrying the same into effect, the parties hereto hereby agree to this Plan, subject to the conditions hereinafter set forth, as follows:

ARTICLE I
MERGER AND NAME OF SURVIVING CORPORATION

Effective upon filing ("Effective Date"), LFL shall be merged with and into LNY. The following is stated in accordance with Section 904 of the Business Corporation Law:

Name and jurisdiction of the surviving corporation: Laserworld USA, Inc., a New York corporation.

Name and jurisdiction of corporation proposing to merge: Laserworld USA, Inc., a Florida corporation.

LNY shall survive the merger and shall continue its corporate existence governed by the laws of the State of New York. LFL shall not survive the merger contemplated herein and its separate existence shall cease as provided in Section 904 of the Business Corporation Law and as provided in Section 607.1106 of the Business Organizations Law of the State of Florida as of the Effective Date.

ARTICLE II
TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) At the Effective Date:

- (1) LNY and LFL shall become a single company with LFL merging with and into LNY, which shall be the surviving corporation;
- (2) The separate existence of LFL shall cease in accordance with the laws of the State of New York and the State of Florida;
- (3) Upon the merger becoming effective, all the property, rights, privileges,

franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of LFL shall be transferred to, vested in and devolve into LNY without further act or deed and all property, rights, and every other interest of LFL shall be the property of LNY;

- (4) All corporate acts, plans, policies, contracts, approvals and authorizations of LFL and its shareholders, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of LNY and shall be as effective and binding thereon as the same were with respect to LFL;
- (5) The assets, liabilities, reserves and accounts of LFL shall be recorded on the books of LNY in the amounts at which they, respectively, had been carried on the books of LFL subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

ARTICLE III SURRENDER AND CANCELLATION OF ARE SHARES

The manner and basis of converting the issued and outstanding shares of LFL into shares of LNY and the mode of carrying the merger into effect are as follows: Each share issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished and be converted into the right to receive one share of LNY.

ARTICLE IV
TAX CONSEQUENCES

It is intended that the transaction described herein be a statutory merger, and which shall qualify as a reorganization within the definition of Subparagraphs (a)(1)(A) of Section 368 of the Internal Revenue Code of 1986, as amended.

ARTICLE V
APPROVAL AND EFFECTIVE TIME OF THE MERGER


- (a) The merger shall become effective upon filing with the Secretaries of State of New York and Florida (the "Effective Date");
- (b) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of New York;
- (c) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto; and,
- (d) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

In witness whereof, the parties have hereunto adopted the Plan of Merger as of the date first above written.

[SIGNATURE PAGE TO FOLLOW]

SURVIVING ENTITY:

Laserworld USA Inc.

By: 
Martin Werner, President

NON-SURVIVING ENTITY:

Laserworld USA, Inc.

By: 
Martin Werner, President